

1-294A098

17055-C
17055-D

32

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CHARLES T. KAPPLER
JOHN H. DOYLE*
JAMES C. MARTIN, JR.*

* ALSO ADMITTED IN NEW YORK
* ALSO ADMITTED IN MARYLAND

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL
URBAN A. LESTER

TELEX
440367 A AND A

TELEFAX
(202) 393-2156

October 21, 1991

RECORDATION #13 FILED 1425

OCT 21 1991 - 1 02 PM

INTERSTATE COMMERCE COMMISSION

RECORDATION #13 FILED 1425

OCT 21 1991 - 1 01 PM

INTERSTATE COMMERCE COMMISSION

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
Washington, D.C. 20423

RECORDATION #13 FILED 1425

OCT 21 1991 - 1 02 PM

INTERSTATE COMMERCE COMMISSION

Dear Mr. Strickland:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11303(a) are two copies each of 1) a Second Amendment to Revolving Credit Loan, Chattel Mortgage and Security Agreement dated as of October 18, 1991 and 2) a Supplement No. 2 to Schedule B Annexed to Revolving Credit Loan, Chattel Mortgage and Security Agreement dated October 18, 1991, secondary documents are defined in the Commission's Rules for the Recordation of Documents under 49 C.F.R. Section 1177.

The enclosed document relates to the Revolving Credit Loan, Chattel Mortgage and Security Agreement dated October 5, 1990, which was filed and recorded on October 9, 1990 at 10:50 a.m. and assigned Recordation Number 17055.

The names and addresses of the parties to the enclosed documents are:

Debtor: ACF Industries, Incorporated
100 South Bedford Road
Mt. Kisco, New York 10549

Secured Party: The Daiwa Bank, Ltd.
200 North Broadway
Suite 1625
St. Louis, Missouri 63102

A description of the railroad equipment covered by the enclosed documents is set forth in Schedule A attached hereto and made a part hereof.

OCT 21 1 24 PM '91
NOTED OCT 22 AM 0917

CT: Kappler
Clawdy

Mr. Sidney L. Strickland, Jr.
October 21, 1991
Page 2

Also enclosed is a check in the amount of \$32 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

Kindly return one stamped copy each of the two enclosed documents to the undersigned.

A short summary of the enclosed secondary documents to appear in the Commission's Recordation Register is:

Second Amendment to Revolving Credit Loan, Chattel Mortgage and Security Agreement dated as of October 18, 1991 and 2) Supplement No. 2 to Schedule B Annexed to Revolving Credit Loan, Chattel Mortgage and Security Agreement dated October 18, 1991 covering 235 covered hopper and tank railcars bearing ACFX reporting marks and road numbers.


Charles T. Kappler

CTK/bg
Enclosures

FORM OF
SUPPLEMENT TO REVOLVING CREDIT LOAN AND SECURITY AGREEMENT

SUPPLEMENT NO. 2

TO

SCHEDULE B

ANNEXED TO REVOLVING CREDIT LOAN, CHATTEL MORTGAGE
AND SECURITY AGREEMENT

DATED 5 OCTOBER, 1990

BETWEEN

ACF INDUSTRIES, INCORPORATED
("DEBTOR")

AND

THE DAIWA BANK, LTD. ("BANK"), AS AMENDED

RECORDATION NO. 17055-2
OCT 21 1991 - 1 00 PM
FILED 1423
STATE COMMERCE COMMISSION

WHEREAS, Debtor and the Bank entered into a certain Revolving Credit Loan, Chattel Mortgage and Security Agreement dated 5 October, 1990, as amended (the "Loan Agreement") pursuant to which the Bank agreed to lend certain sums to Debtor (the "Loans");

WHEREAS, pursuant to the Loan Agreement, Debtor is obligated from time to time to deliver to the Bank this Supplemental Revolving Credit Loan, Chattel Mortgage and Security Agreement, and it is a condition precedent to the obligations of the Bank to make or maintain the Loans that Debtor shall execute and deliver to the Bank this Supplement to Revolving Credit Loan, Chattel Mortgage and Security Agreement;

NOW, THEREFORE, the parties hereto hereby agree as follows:

Schedule B to the Loan Agreement is hereby amended and supplemented by the addition thereto of the following described Collateral (as defined in the Loan Agreement) with respect thereto, which additional Collateral is to be covered by the Loan Agreement and the liens and encumbrances created thereby:

<u>Car Number</u>	<u>AAR Designation</u>	<u>Debtor Cost</u>
-------------------	------------------------	--------------------

See attached Schedule A

As a condition to the making of the Loan by the Bank, Debtor shall execute and deliver appropriate Uniform Commercial Code financing statements which reflect the additional Equipment and Leases referred to above.

Schedule A

<u>INITIALS & RAIL CAR NOS.</u>	<u>NO. OF CARS</u>	<u>COST</u>	<u>AAR DESIG.</u>
ACFX45442-45456	15	\$1,098,185	C614
ACFX45428-45434	7	513,002	C614
ACFX28500-28516	17	1,452,621	C312
ACFX28517-28526	10		C712
ACFX94282-94286	5	264,015	T104
ACFX68400-68419	20	1,093,180	C214
ACFX45178-45184	7		
ACFX45188-45189	2	604,290	C614
ACFX45251	1	67,140	C614
ACFX45498-45517	20	1,469,372	C614
ACFX45438-45441	4	292,908	C614
ACFX45416-45423	8	808,256	C614
ACFX45424-45426	3		
ACFX68442-68464	23	1,386,228	C314
ACFX45518-45519	2	142,142	C614
ACFX94362-94391	30	2,203,631	T907
ACFX94430-94439	10	519,032	T105
ACFX94460-94469	10	651,071	T954
ACFX94418-94429	12	620,780	T108
ACFX73987-73997	11	777,127	T103
ACFX94480-94493	14	849,425	T105
ACFX73033	1	61,484	T106
ACFX73401	1	51,778	T106
ACFX94392-94393	2	104,392	T055

IN WITNESS WHEREOF, the parties hereto have caused this Supplement to be duly executed this 18 day of October, 1991.

ACF INDUSTRIES, INCORPORATED

By: Umesh Choksi
Its: Assistant Treasurer

THE DAIWA BANK, LTD.

By: H. W. Redding
Its: V.P. & Mgr.

By: [Signature]
Its: [Signature]

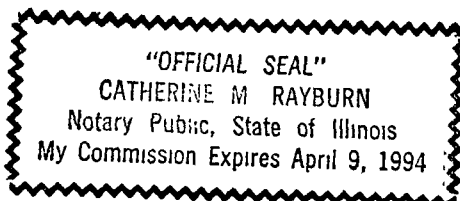
STATE OF MISSOURI)
COUNTY OF ST. LOUIS) SS

On this 18th day of OCTOBER, 1991, before me personally came UMESH CHOKSI, to me know,, who being to me duly sworn, did depose and say that he is the ASSISTANT TREASURER of ACF INDUSTRIES, INCORPORATED, the corporation described in and which executed the foregoing instrument; and that he signed his name thereto by order of said corporation.

DEBRAL KESSLER
NOTARY PUBLIC - STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXPIRES JAN 27, 1995
Debra L. Kessler
Notary Public

STATE OF Illinois)
COUNTY OF Cook) SS

On this 17th day of October, 1991, before me personally came H. W. Redding and Kirby Law to me known, who being to me duly sworn, did depose that they are the Vice President & Manager and Vice President, respectively of DAIWA BANK, LTD., the bank described in and which executed the foregoing instrument; and that he signed his name thereto by order of the board of directors of said bank.



Catherine M. Rayburn
Notary Public